

EXHIBIT

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JUN 11 '07 13:26 FR THE REICH AGENCY 1 248 203 9809 TO 16146776189

P.02/06



APPLICATION FOR CHANGE OF BENEFICIARY DESIGNATION
Nationwide Life Insurance Company/Nationwide Life and Annuity Insurance Company

Policy Number: 1034804300 Primary Insured: GARY H. Lipiloff Insured's SSN: [REDACTED]
 Please see Page 3 of this application for important information. Nationwide Life Insurance Company and Nationwide Life and Annuity Insurance Company, are herein referred to as "the Company".

This designation is for: Primary/Base Insured Joint/Spouse Rider Other.
 Note: If none selected, this change will be in effect for Primary/Base Insured only.

(Name of Insured or Rider)

- A. The following person(s) who survive the insured, in equal shares or noted percentages:

Full Name	Relationship to Insured	Full Address	SSN	%
<u>William Keene</u>	<u>BUSINESS RELATIONSHIP OR/like</u>	<u>[REDACTED]</u>	<u>[REDACTED]</u>	<u>100%</u>

- B. The Executors or Administrators of the Estate of the insured. Total = 100%
 C. Trust (Please include a copy of the pages from your trust that contain the following information: the title of the trust, date established, trustees' names, and signatures).

Named Trustee(s): _____ or successor(s).
 Title/Name of Trust: _____ Date of Trust: _____

- D. Trustee(s), or successor(s) in trust under insured's Last Will and Testament
 E. Other (please specify): Name: _____

Address: _____

If Primary Beneficiary is deceased at the time of insured's death, or is not in existence (if trust, corporation or other entity) at time of insured's death, then to:

- A. The following person(s) who survive the insured, in equal shares or noted percentages:

Full Name	Relationship to Insured	Full Address	SSN	%
<u>Jennifer Keene</u>	<u>Wife of William Keene</u>	<u>[REDACTED]</u>	<u>[REDACTED]</u>	<u>100%</u>

- B. The Executors or Administrators of the Estate of the insured. Total = 100%
 C. Trust (Please include a copy of the pages from your trust that contain the following information: the title of the trust, date established, trustees' names, and signatures).

Named Trustee(s): _____ or successor(s).
 Title/Name of Trust: _____ Date of Trust: _____

- D. Trustee(s), or successor(s) in trust under insured's Last Will and Testament
 E. Other (please specify): Name: _____

Address: _____

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APPLICATION FOR CHANGE OF BENEFICIARY DESIGNATION
Nationwide Life Insurance Company/Nationwide Life and Annuity Insurance Company

Policy Number: L034804300 Primary Insured: Gary H. Leploff Insured's SSN: [REDACTED]

I hereby acknowledge that I have read and agree to the terms and conditions on page 3 of this application. I agree that this change of beneficiary is effective the date of this application and this application will have no effect on any payment made or action taken by the Company before the Company has agreed to this application.

Owner signed and
witnessed in (city/state)

Bronx, NY

Owner's
Signature

Owner's
Printed Name

Gary H. Leploff

Date Signed

4/4/07

Owner's Witness
Printed Name

Mary B. Rezn

Owner's Witness
Signature

4/4/07

Joint Owner/Other signed
and witnessed in (city/state)

Joint Owner/Other's
Signature (if applicable)

Joint Owner/Other's
Printed Name

Date Signed

Joint Owner/Other's
Witness Signature

Joint Owner/Other's
Witness Printed Name

Date Signed

Agreed to for Nationwide Life Insurance Company/Nationwide Life and Annuity
Insurance Company by Thomas Barnes, Secretary

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APPLICATION FOR CHANGE OF BENEFICIARY DESIGNATION

Nationwide Life Insurance Company/Nationwide Life and Annuity Insurance Company

Mail to: Nationwide Life Insurance Company, P.O. Box 182838, Columbus, Ohio 43218-2835

Contact us at 1-800-543-3747, or visit our website at www.nationwidefinancial.com

Fax 1-814-677-6189

About Designations

- **Completing this form:** It is important that you fully complete Section 1 of this form, even if you are not making any changes to the primary beneficiary (i.e. fully writing out the designation including names and percentages if applicable). We will not accept wording such as "same" or "no change" in Section 1 or Section 2 or forms where Section 1 is left blank.
- **Dollar Amounts:** Specific dollar amounts are generally not permitted. Instead, please designate a percent in the % column. Percentage totals must equal 100 percent. If you must designate a specific dollar amount, please contact our Home Office.
- **Funeral Home or Creditor:** If you wish to name a funeral home or creditor, please use the "Other" field for this designation. Please use the following wording and complete the items listed in parenthesis: "(Creditor Name or Funeral Home Name)", as their interest may appear, balance if any to (whomever you wish to designate)
- **Businesses, Schools, Charities, or Churches:** If you wish to name a business, school, charity, or church as your beneficiary, please use the "Other" field for this designation.
- **Irrevocable beneficiary:** An irrevocable beneficiary, once named, cannot be changed without the consent of the named irrevocable beneficiary. In addition, other policy changes may require the irrevocable beneficiary's signature prior to the Company accepting any requested change. If this beneficiary is to be irrevocable, please add the following wording after the person's name: "without right of revocation during this beneficiary's lifetime or existence and no longer".

Terms and Conditions

- **Sending your policy:** Please do not send in your policy with this request. The Company waives any policy provision requiring the return of the Policy to the Company for endorsement.
- **Previous beneficiary designations:** Once the Company receives and agrees to this application, all previous beneficiary designations for this policy are revoked effective the date of this application. If a death claim becomes payable under this policy, the proceeds shall be payable to the beneficiary(ies) named in this application after the Application has been accepted by the Company.
- **Unless otherwise provided for on this application:**
 - If two or more Beneficiaries or Contingent Beneficiaries are designated, the proceeds shall be payable in equal shares to those Beneficiaries or Contingent Beneficiaries who survive the insured.
 - If two or more Beneficiaries or Contingent Beneficiaries are designated to receive the proceeds in unequal shares and any of those Beneficiaries or Contingent Beneficiaries predecease the insured, the proceeds designated for such deceased Beneficiaries or Contingent Beneficiaries shall instead be paid in equal shares to those Beneficiaries or Contingent Beneficiaries who survive the insured.
 - Children include naturally born and legally adopted children of the insured.
 - Any amounts payable to a child of less than legal age shall be paid to the legally appointed guardian of his/her property or in any other manner approved by the laws of the state where payment is made.
- **Beneficiaries not specified by name:** If beneficiary(ies) are not specified by name (i.e. all children living), the Company is authorized to rely on an affidavit from any beneficiary listed on this form or from any responsible person in determining the names of the beneficiaries at time of claim. The Company is discharged from all liability upon making settlement based on such affidavit.
- **Required Addresses:** If you live in one of the following states - AK, AZ, FL, HI, ID, LA, ND, OR, RI, UT, VA, WA or WI, a full address for all beneficiaries designated is required.
- **Required Signatures:** This request must be signed and dated by all persons who have ownership or other rights in the policy (all co-owners, joint owners, co-trustees, previously named irrevocable beneficiaries, etc.). Signatures must be made in ink using full legal names. In addition:
 - If a corporation owns the policy, we require the signature of a corporate officer and the officer's title. This officer must be someone other than the insured unless the insured is the sole corporate officer.
 - In states that require a witness, an uninterested party should sign as the witness (someone not named as a beneficiary or otherwise signing this form).
- **Owners' rights:** The owner(s) reserve the right to change the beneficiary unless otherwise provided for on this application (i.e. irrevocable beneficiary(ies)).
- **If a Trust/Trustee(s) is named as beneficiary on this policy:**
 - The Company is not responsible for the application or disposition of the proceeds of the policy by the Trustee(s). Payment to the Trustee(s) shall fully discharge the liability of the Company under the policy.
 - If the beneficiary is a testamentary trust, the Company is authorized to rely on a certified copy of the qualification and appointment of the trustee or the probating of the will. If the beneficiary is an inter vivos or living trust, the Company is authorized to rely upon a statement from the trustees that the trust is active.
 - If, within six months after the death of the insured, the Company has not been furnished with evidence of the probating of the Will and the qualification of the trustee (if a testamentary trust), or, with evidence that the trust is active and in full force and effect (if an inter vivos or living trust), the proceeds may then be paid to the contingent or other beneficiary(ies) designated to next receive the proceeds. If there are no such beneficiaries, the proceeds may then be paid according to the terms of the policy when no beneficiary is living at the death of the insured.
- **Executors, Administrators or Estates as beneficiaries:** For policies in which the Insured's Estate or the Executor or Administrator of the Administrator of the Insured's Estate, the Company is authorized to rely upon a certified copy of the qualification and appointment of the Executor or Company under the policy.
- Any reference in this Application to a beneficiary living or surviving will mean living or surviving at the time of the insured's death.